

PD2000130821

SECRET FILED
TALLAHASSEE, FLORIDA
02 DEC -9

AM 2:26

EFFECTIVE DATE

12-6-02

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

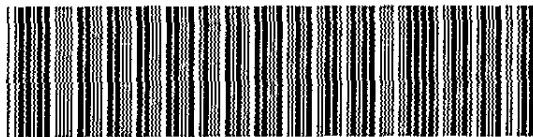
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300009402283

12/09/02--01055--012 **87.50

D. WHITE DEC 11 2002

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GULF PLAINS CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ROLAND R. MCGOWAN
Name (Printed or typed)

153 4TH STREET
Address

APALACHICOLA, FL 32320
City, State & Zip

850-653-2089
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-6-02

OF

02 DEC -9 AM 2: 26

GULF PLAINS CORPORATION

The undersigned, being a natural person of full age, for the purpose of forming a corporation under and pursuant to the provisions of Florida Statutes, Chapter 607, and the laws amendatory thereof and supplementary thereto, does hereby constitute himself as a body corporate and adopts the following Articles of Incorporation.

ARTICLE I NAME

1.1) The name of the corporation shall be **Gulf Plains Corporation**.

ARTICLE II PRINCIPAL OFFICE

2.1) The location and post office address of the registered office of the corporation shall be:

153 4th Street
Apalachicola, Florida 32320

ARTICLE III PURPOSE

3.1) The corporation shall have general business purposes.

ARTICLE IV SHARES & SHAREHOLDERS

4.1) Authorized Capital Stock -The authorized capital stock of this corporation shall be one million (1,000,000) shares of common stock, no par value. All shares are to be held, sold and paid for at such times and in such manner as the Board of Directors may from time to time determine, in accordance with the statutes of Florida.

4.2) Voting Rights - Each holder of record of the common stock of the corporation is entitled to one (1) vote for each share of common stock held by him or her at each meeting of the shareholders regarding any matter on which the shareholders have a right to vote. The right to vote is subject to the provisions of the By-Laws of the corporation in effect from time to time with respect to closing the transfer books and fixing a record date for the determination of shareholders entitled to vote. Cumulative voting for directors is not permitted.

4.3) Pre-emptive Rights - The initial shareholder of the corporation has the pre-emptive right of subscription to any shares of common stock of the corporation which are issued or sold, or hereafter authorized, or any obligations or securities exchangeable for or convertible into stock of the corporations which has not yet been authorized. Subsequent shareholders of the corporation do not have the pre-emptive right of subscription to any shares of common stock of the corporation which are issued or sold, or hereafter authorized, or any obligations or securities exchangeable for or convertible into stock of the corporations which has not yet been authorized.

4.4) Stock Rights and Options - The Board of Directors has the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or series, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

4.5) Dividends - The holders of common stock are entitled to receive, when and as declared by the Board of Directors, out of earnings or surplus legally available therefor, any and all dividends, payable either in cash, in property or in shares of the capital stock of the corporation. The Board of Directors may authorize dividends only if the corporation will be able to pay its debts in the ordinary course of business after paying the dividend.

4.6) Other Distributions - The Board of Directors may authorize, and the holders of the common stock may receive, distributions other than dividends only if the corporation will be able to pay its debts in the ordinary course of business after making the distribution.

ARTICLE V DIRECTORS

5.1) The name and post office address of the person who will initially serve on the Board of Directors and as President, and who shall serve until the next regular meeting of the shareholders or until his successor is elected and qualified is as follows:

Roland R. McGowan, President
Gulf Plains Corporation
153 4th Street
Apalachicola, Florida 32320

5.2) The Board of Directors is expressly authorized to make and alter by-laws of this corporation subject to the power of the shareholders to change or repeal such by-laws; provided, that after the adoption of the initial by-laws, the Board of Directors shall not adopt, amend or repeal any by-laws fixing a quorum for meetings of shareholders, prescribing procedures for removing directors or filling vacancies in the Board or fixing the number of directors or their classifications or terms of office, but the Board of Directors may adopt or amend a by-law to increase the number of directors.

5.3) Any action required or permitted to be taken at a duly called Board of Directors' meeting may be taken by written or telephonic action by the number of directors that

would be required to take the same action at a meeting of the Board, except that on an action which required shareholder approval the written action must be signed by all the directors. Electronic mail constitutes a written action.

5.4) Board of Directors' Powers - The capital stock may be issued as and when the Board of Directors shall determine, and, under and pursuant to the laws of the State of Florida, the Board of Directors has the power to fix or alter, from time to time, in respect to shares then unused, any or all of the following: dividend rate; redemption price; liquidation price; conversion rights and the sinking or purchase fund rights of shares of any class, or of any series of any class, or the number of shares constituting any series of any class.

ARTICLE VI REGISTERED AGENT

6.1)) The name and post office address of the registered agent of this corporation is as follows:

Roland R. McGowan
153 4th Street
Apalachicola, Florida 32320

ARTICLE VII INCORPORATOR

7.1) The name and post office address of the person acting as incorporator of this corporation is as follows:

Roland R. McGowan
153 4th Street
Apalachicola, Florida 32320

ARTICLE VIII VOLUNTARY TRANSFER OF CORPORATE ASSETS

8.1) The holders of a majority of all the shares entitled to vote at any duly constituted meeting of the shareholders have the power to authorize the Board of Directors to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of this corporation, including its goodwill, upon such terms and conditions and for such consideration as the Board of Directors deems advisable; to adopt or reject any agreement of merger, provided, however, that notice of such proposal shall have been mailed to each shareholder entitled to vote at such meeting at least fourteen (14) days prior to such meeting, or the written consent of such shareholder is given to such action as provided by statute.

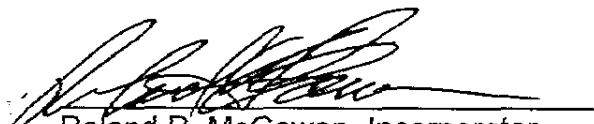
ARTICLE IX AMENDMENT OF ARTICLES

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

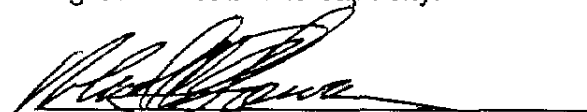
9.1) The holders of a majority of all shares entitled to vote at any duly ~~02/08/02~~ ^{02/06/02} meeting of the shareholders have the power to amend, alter or repeal the Articles of Incorporation to the extent and the manner prescribed by the laws of the State of Florida.

These articles are effective December 6, 2002.

IN WITNESS WHEREOF, I have subscribed my name hereto this 6TH day of DECEMBER, 2002.

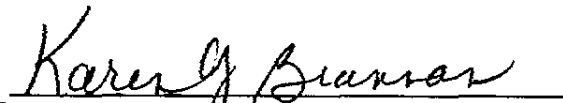

Roland R. McGowan, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Roland R. McGowan, Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF FRANKLIN)

On this 6th day of December, 2002, before me, a notary public within and for said county, personally appeared Roland R. McGowan, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.


Notary Public



Karen Y. Brannan
MY COMMISSION # CC941741 EXPIRES
June 4, 2004
BONDED THRU TROY FAIR INSURANCE, INC.